### FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

# Washington, D.C. 20549

## FORM D



# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

1	419021
OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average I	burden
hours per response.	1

SEC USE ONLY

DATE RECEIVED

Serial

Prefix

DE

UNIFORM LIMITED OFFERING EXEM	IPTION
Name of Offering ( check if this is an amendment and name has changed, and indicate change.) Waukesha 1031, DST	SEC
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule Type of Filing: ☐ New Filing ☐ Amendment	506 Section
A. BASIC IDENTIFICATION DATA	JAN 29 2008
1. Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) Waukesha 1031, L.L.C.	Washington, DC
Address of Executive Offices (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523	Telephone Number (Incline Area Code) (630) 218-4916
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
The acquisition and sale of undivided tenant in common interests in real property.	
	PROCESSE
Type of Business Organization	
☐ corporation       ☐ limited partnership, already formed         ☐ business trust       ☐ limited partnership, to be formed	other (please specify): limited liability company  JAN 3 1 2008
Actual or Estimated Date of Incorporation or Organization:    Month   Year	☑ Actual ☐ Estimated ☐ THOMSON FINANCIAL
CN for Canada: FN for other foreign jurisdiction)	DE

### GENERAL INSTRUCTIONS

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENTI	FICATION DATA		
2. Enter the information requ	uested for the follow	ing:		· <u>-</u>	
Each promoter of the is	ssuer, if the issuer ha	s been organized within the	e past five years;		
<ul> <li>Each beneficial owner issuer;</li> </ul>	having the power to	vote or dispose, or direct th	ne vote or disposition of, 10%	or more of a class	s of equity securities of the
Each executive officer	and director of corpo	orate issuers and of corpora	te general and managing part	ners of partnership	issuers; and
<ul> <li>Each general and mana</li> </ul>	nging partner of partr	nership issuers.			
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)		<del></del>		
Inland Real Estate E	xchange Corpor	ation			
Business or Residence Addres	ss (Number and Stree	et, City, State, Zip Code)			
2901 Butterfield Ro	ad, Oak Brook, I	llinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Waukesha Exchange	e, L.L.C.				
Business or Residence Addres	ss (Number and Stree	et, City, State, Zip Code)			
2901 Butterfield Ro	ad, Oak Brook, I	llinois 60523			
Check Box(es) that Apply:		☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Waukesha 1031, L.I	C.				
Business or Residence Addres	ss (Number and Stree	et, City, State, Zip Code)			
2901 Butterfield Ro	ad, Oak Brook, I	ltinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Gujral, Brenda G. •					
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook, I	llinois 60523			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Goodwin, Daniel L.	•				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook, I	llinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Parks, Robert D. •					
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)	<del></del>	-	
2901 Butterfield Roa	ad, Oak Brook, I	llinois 60523			

<sup>•</sup> These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Waukesha 1031, L.L.C. (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

		A. BASIC IDENTI	FICATION DATA		
2. Enter the information requ	ested for the follow	ring:			
<ul> <li>Each promoter of the is</li> </ul>	suer, if the issuer ha	as been organized within the	past five years;		
<ul> <li>Each beneficial owner issuer;</li> </ul>	having the power to	vote or dispose, or direct th	ne vote or disposition of, 10%	6 or more of a class	of equity securities of the
<ul> <li>Each executive officer</li> </ul>	and director of corp	orate issuers and of corpora	te general and managing part	tners of partnership	issuers; and
Each general and mana	ging partner of part	nership issuers.			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)	<u>.</u>			
Matlin, Roberta S. •					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)		•	
2901 Butterfield Roa	id, Oak Brook, I	Illinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	•			
DelRosso, Patricia A	<b> •</b>				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	id, Oak Brook, l	Illinois 60523			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)	<del>-</del>	1 11		
Speidel, Susan K.					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	id, Oak Brook, I	Illinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)		•	·	
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)		<u>-</u>	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			

<sup>•</sup> These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Waukesha 1031, L.L.C.

				В.	INFORM	ATION AB	OUT OFFE	RING				
1. Has	the issuer	sold, or do					d investors in 2, if filin		_		Yes	No
2. Wh	at is the mi	nimum inv	estment tha	at will be a	ccepted fro	m any indi	vidual?	•••••			\$	336,251*
3. Doe	s the offeri	ng permit j	oint owner	ship of a s	ingle unit?.	••••	••••••	•••••••			Yes ⊠	No
com offe and	er the information or cring. If a polyon with a sociated personal crimes.	similar rer person to be tate or state	nuneration listed is a es, list the r	for solicita n associate name of the	ntion of pur d person or broker or	chasers in ragent of a dealer. If r	connection broker or nore than f	with sales dealer regis ive (5) pers	of securiti stered with sons to be l	the SEC isted are		
	ame (Last n sher, Peter		f individua	ıl)								
Busine	ss or Resid	ence Addre			_	ite, Zip Co	de)				<del></del>	
	01 Butterf			ok, IL 60:	523							<del></del>
	of Associat	ed Broker (	or Dealer									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												
[AL]	[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA]											[ID]
	[IN]	[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] {SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
	ıme (Last n		f individua	l)				·				
	ss or Resid		•			ite, Zip Co	de)	-				
	of Associate			OK, IL OO.								
	and Securit		1.55									
	n Which Pe eck "All St										🔲 A	.ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[ <u>II]</u> ] [MT]	(IN)	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
	me (Last n		f individua	1)								
Busine	ss or Reside	ence Addre			-	te, Zip Co	de)					
	of Associate B Financia			· · · · · ·		•	,			-		
	n Which Pe eck "All St										🗆 A	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	(NM) [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORM	ATION AB	OUT OFFE	RING				
1. Has	the issuer	sold, or do					d investors on 2, if filin		-		Yes	No
								_				
2. Wha	at is the mi	nimum inv	estment the	at will be a	ccepted fro	m any indi	vidual?				. <u>\$</u>	336,251*
3. Doe	s the offeri	ng permit j	joint owner	ship of a s	ingle unit?	••••••	•••••				Yes . ⊠	No
com offe and	er the information or cring. If a property or with a sociated personal critical crit	similar rer erson to be tate or state	nuneration e listed is a es, list the r	for solicita n associate name of the	ation of pui d person of broker or	chasers in agent of a dealer. If r	connection broker or nore than f	with sales dealer regis ive (5) pers	of securities stered with sons to be l	the SEC isted are		
	ime (Last n		findividua	ıl)								
	ss or Resid		ess (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)					· · · · · · · · · · · · · · · · · · ·
	01 Butterf											
	of Associat	ed Broker	or Dealer									
	estacorp	erson Liste	d Has Solie	cited or Int	ends to Sol	icit Purcha	cerc					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												II States
[ <u>A</u> L]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Full Na	ıme (Last n	ame first, i	f individua	l)	<u> </u>							
	rello, Alb											
	ss or Reside 25 E. Gree				_	-	de)					
	of Associate		<del></del>									
	estar Capita											
	n Which Po eck "All St					icit Purcha	sers			•••••	🔲 A	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	( <u>CO</u> )	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	(N1)	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
•	me (Last n wak, Paul		f individua	1)								
	ss or Reside Bishops		-		-	te, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer					-				
	terstone Fi				_							
	n Which Pe eck "All St										🔲 A	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	(NH)	[NJ] [TY]	(NM)	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
נייו	اعدا	[an]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	$[\overline{\mathbf{W}}]$	[WY]	[PR]

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORM	ATION AB	OUT OFFE	RING				
											Yes	No
1 Has	the issuer s	old or doe	es the issue	r intend to	sell to nor	-accredite	d investors	in this offe	ring?			⊠
		014, 01 40					n 2, if filin					_
								_				
2. Wha	at is the mir	imum inv	estment tha	it will be a	ccepted fro	m any indi	vidual?				. <u>\$</u>	336,251*
											Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ingle unit?.						. 🔯	
com offer and/	er the information or ring. If a poor with a stated personant content of the cont	similar rer erson to be ate or state	nuneration : listed is and es, list the r	for solicita associate ame of the	ition of pur d person or broker or	chasers in agent of a dealer. If n	connection broker or one nore than fi	with sales dealer regis ve (5) pers	of securition stered with ons to be li	the SEC sted are		
	me (Last n ekamp, Ja		f individua	1)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)					
	North B		• •	iley, MN	55975	<del></del>						
	of Associate		or Dealer									
	Equities, Ir n Which Pe		d Uas Salis		amda ta Cal	iait Duraha	40-4			<del></del>		
	eck "All St										🔲 А	II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[1D]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	(MN)	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	me (Last na Guire, Br		findividua	1)					-	·		_
	ss or Reside				-	te, Zip Co	de)					
	f Associate		<del></del> -			<del></del>						<del> </del>
Roy	yal Alliance	Associate	:s									
	n Which Pe eck "All St										🗌 A	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	( <u>NB</u> )	[NV]	[NH]	[N]]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	(WY)	[PR]
	me (Last na ssling, Da		f individua	1)								
	s or Reside											
	f Associate				- 7 - 1	-, -		-	-	<del></del>		
Line	coln Financ	ial Adviso	ors									
	n Which Pe eck "All St										🗌 A	Il States
[AL]	[AK]	[Ā <b>Z</b> ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[TU]	[VT]	[VA]	[WA]	(WV)	(WI)	[WY]	[PR]

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix, Column 2, if filing under ULOE.   Answer also in Appendix and the unit of the									
Answer also in Appendix, Column 2, if filling under ULOE.  2. What is the minimum investment that will be accepted from any individual?									
2. What is the minimum investment that will be accepted from any individual?									
Yes   No   No   No   No   No   No   No   N									
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Vanclef, Jason  Business or Residence Address (Number and Street, City, State, Zip Code)  2121 Cloverfield Blvd. # 115, Santa Monica, CA 90404  Name of Associated Broker or Dealer  Madison Avenue Securities  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)									
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Vanclef, Jason  Business or Residence Address (Number and Street, City, State, Zip Code)  2121 Cloverfield Blvd. # 115, Santa Monica, CA 90404  Name of Associated Broker or Dealer  Madison Avenue Securities  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check 'All States' or check individual States)									
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Vanclef, Jason  Business or Residence Address (Number and Street, City, State, Zip Code)  2121 Cloverfield Blvd. # 115, Santa Monica, CA 90404  Name of Associated Broker or Dealer  Madison Avenue Securities  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)									
Business or Residence Address (Number and Street, City, State, Zip Code)   2121 Cloverfield Blvd. # 115, Santa Monica, CA 90404									
Name of Associated Broker or Dealer   Madison Avenue Securities									
Name of Associated Broker or Dealer   Madison Avenue Securities									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] [VA] [VA] [VA] [VA] [VA] [VA] [VA] [VA									
IIL]									
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]   Full Name (Last name first, if individual)  Hubler, Frederick E., Jr.  Business or Residence Address (Number and Street, City, State, Zip Code)  1220 Valley Forge Road, Ste. 3, Phoenixville, PA 19460  Name of Associated Broker or Dealer  Mutual Service Corporation  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)									
[RI]         [SC]         [SD]         [TN]         [TX]         [UT]         [VT]         [VA]         [WA]         [WV]         [WI]         [WY]         [PR]           Full Name (Last name first, if individual)           Hubler, Frederick E., Jr.           Business or Residence Address (Number and Street, City, State, Zip Code)           1220 Valley Forge Road, Ste. 3, Phoenixville, PA 19460           Name of Associated Broker or Dealer           Mutual Service Corporation           States in Which Person Listed Has Solicited or Intends to Solicit Purchasers           (Check "All States" or check individual States)           [AL]         [AK]         [AZ]         [AR]         [CA]         [CO]         [CT]         [DE]         [DC]         [FL]         [GA]         [HI]         [ID]           [IL]         [IN]         [IA]         [KS]         [KY]         [LA]         [ME]         [MD]         [MA]         [MI]         [MS]         [MO]           [AL]         [AK]         [AZ]         [AR]         [CA]         [CO]         [CT]         [DE]         [DC]         [FL]         [GA]         [HI]         [ID]           [IL]         [IN]									
Hubler, Frederick E., Jr.  Business or Residence Address (Number and Street, City, State, Zip Code)  1220 Valley Forge Road, Ste. 3, Phoenixville, PA 19460  Name of Associated Broker or Dealer  Mutual Service Corporation  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)									
Business or Residence Address (Number and Street, City, State, Zip Code)  1220 Valley Forge Road, Ste. 3, Phoenixville, PA 19460  Name of Associated Broker or Dealer  Mutual Service Corporation  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)									
Name of Associated Broker or Dealer Mutual Service Corporation  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									
Mutual Service Corporation  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)									
(Check "All States" or check individual States).       □ All States         [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]         [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]         [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]         [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]									
[IL]       [IN]       [IA]       [KS]       [KY]       [LA]       [ME]       [MD]       [MA]       [MI]       [MN]       [MO]         [MT]       [NE]       [NV]       [NH]       [NJ]       [NM]       [NY]       [NC]       [ND]       [OH]       [OK]       [OR]       [PA]         [RI]       [SC]       [SD]       [TN]       [TX]       [UT]       [VT]       [VA]       [WA]       [WV]       [WI]       [WY]       [PR]									
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]									
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]									
Kearney, Thomas									
Business or Residence Address (Number and Street, City, State, Zip Code)									
23945 Calabasas Rd. Ste. 207-C, Calabasas, CA 91302									
Name of Associated Broker or Dealer Investment Security Corp									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]									
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]									
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]									

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORM	ATION AB	OUT OFFE	RING				<del></del>
		•									Yes	No
1. Has	the issuer	sold, or do	s the issue	r intend to	sell, to nor	n-accredite	d investors	in this offe	ring?			$\boxtimes$
			A	Answer also	in Appen	dix, Colum	n 2, if filin	g under UI	LOE.			
2. Wha	at is the mi	nimum inv	estment the	at will be a	ccepted fro	m any indi	vidual?	***************************************			<u>\$</u>	336,251*
			•								Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a s	ingle unit?						$\boxtimes$	
com offe and	er the information or ring. If a poor with a solution of the control of the contr	similar ren erson to be tate or state	nuneration listed is a es, list the r	for solicita n associate name of the	ntion of pur d person or broker or	chasers in agent of a dealer. If r	connection broker or one nore than fi	with sales dealer regis ve (5) pers	of securitions stered with sons to be l	the SEC isted are		
	ime (Last n nitman, Ro			d)								
	ss or Resid			r and Stree	et, City, Sta	ite, Zip Co	de)					
	27 West C			, Mandev	ille, LA 7	0471						
	of Associate G Financial		or Dealer									
States i	n Which Po	erson Liste									🔲 A	.II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
	me (Last n											
	Imer, Stevess or Reside		see (Numbe	er and Street	t Ciny Sta	ta 7in Co	da)					
	55 East M				•		uc)					
	of Associate							-				
	coln Finan	<del></del>			J. 4- C-1	1-14 Daniel						
	n Which Pe eck "All St					icit Purcha	sers		.,,		🗌 А	II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	<u>[עו</u>	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Fis	me (Last n her, Ower	1		<u></u>								
	ss or Reside N. Mark					ite, Zip Co	de)					
	f Associate											
	Private Co	<del></del>	<u></u>	<del></del>		<del></del>						<u> </u>
	n Which Pe eck "All St							•••••			🗆 А	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
(IL] (MT)	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	(TN)	[TX]	[NM]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORM	ATION AB	OUT OFFE	RING				
											Yes	No
1. Has	the issuer	sold, or do	es the issue	r intend to	sell, to nor	n-accredite	d investors	in this offe	ring?			$\boxtimes$
			A	Answer also	in Appen	dix, Colum	ın 2, if filin	g under Ul	LOE.			
2. Wha	at is the min	nimum inv	estment the	it will be a	ccepted fro	m any indi	vidual?				<u>\$</u>	336,251*
											Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a s	ingle unit?.		•••••	••••••	•••••••		$\boxtimes$	
com offe and/	er the information or ring. If a poor with a solution of the control of the contr	similar ren erson to be tate or state	nuneration listed is and s, list the r	for solicita associate name of the	ition of pur d person or broker or	chasers in agent of a dealer. If r	connection broker or one nore than fi	with sales dealer regis ve (5) pers	of securitions stered with sons to be l	the SEC isted are		
	me (Last n		f individua	l)								
	nson, Gar		ess (Numbe	r and Stree	et. City. Sta	ite. Zip Co	de)				•	<u> </u>
	35 Balboa		-			, <u></u> .p				· · · · · · · · · · · · · · · · · · ·		
	of Associate B Financia											
States i	n Which Po	erson Liste	d Has Solie						•••••		🗀 A	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	(IN)	[IA]	[KS]	[KY]	(LA)	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] {RI]	[NE] [SC]	[NV] [SD]	(NH) [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	(PA) [PR]
	me (Last n									·		
	ainhower,		<del></del>									
	ss or Reside South O				t, City, Sta	ite, Zip Co	de)					
	f Associate							_	<u> </u>			
	nbridge Inv						<u>-</u> .					
	n Which Pe eck "All St					icit Purcha	sers				🔲 A	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [ <del>UI</del> ]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Full Na	me (Last n	ame first, i			(4.31		[]	[]			[,,,]	(, , ,
	omm, Ton		ss (Numbe	r and Stree	t City Sta	te Zin Co	de)		<del></del>			
	00 Executi											
	of Associate											
	coln Finand n Which Pe			ited or Inte	ends to Soli	icit Purcha	cerc					
	eck "All St										🔲 А	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	(NV) (SD)	(NH) (TN)	[NJ] [TX]	[NM] [UT]	(NY) [VT]	[NC] [VA]	[ND] [WA]	[ОН] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	ATION ABO	DUT OFFE	RING				
-	<del></del>									-	Yes	No
1. Has	the issuer	sold, or doe	s the issue	r intend to	sell, to non	-accredited	d investors	in this offe	ring?		. 🗆	⊠
			A	inswer also	in Append	dix, Colum	n 2, if filin	g under UI	OE.			
2. Wha	at is the mir	nimum inve	estment tha	t will be a	cepted from	m any indi	vidual?				. \$	336,251*
					•	-					Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.					······		
com offe and	er the information or ring. If a potential or with a sociated pers	similar ren erson to be tate or state	nuneration listed is a s, list the r	for solicita associated ame of the	tion of pur d person or broker or	chasers in agent of a dealer. If n	connection broker or one nore than fi	with sales lealer regis ve (5) pers	of securition tered with ons to be li	the SEC isted are		
	ame (Last n		f individua	1)								
	omas, Tro	<del></del>				- 7: 0						
	ss or Reside mperial Pi				•	-	1e)					
	of Associate		•	Suitu Til	u, 011 /2 /		<del>.</del>		<u> </u>			
Dir	ect Capital	Securities										
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
					[01]	[, 1]	المما	[""]	[** *]		[""]	
	ime (Last n yson, Davi		f individua	1)								
Busine	ss or Reside 50 S. Capi	ence Addre										
	of Associate			<u></u>								
Dir	ect Capital	Securities										
	n Which Pe eck "All St						sers		· · · · · · · · · · · · · · · · · · ·		🔲 Al	II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR] [WY]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[ <u>WA</u> ]	[WV]	[WI]	[14 1]	[PR]
Ho	ime (Last n use Accou	ınt		<u></u>								
	ss or Reside 01 Butterf		`			te, Zip Co	de)					
	of Associate		or Dealer									
	and Securit											
	n Which Pe eck "All St							••••••			🔲 Al	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
	[IN]	[IA]	[KS]	(KY)	[LA]	[ME]	(MD)	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	(NH) [TN]	[LN] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORM	ATION AB	OUT OFFE	RING		<del></del> .		
				· ··—·			•				Yes	No
1. Has	the issuer:	sold, or do	es the issue	r intend to	sell, to nor	-accredite	d investors	in this offe	ring?			$\boxtimes$
			A	Answer also	in Appen	dix, Colum	n 2, if filin	g under UI	LOE.			
2 1375								_			¢	226 261*
Z. Wna	at is the mi	nimum inv	estment the	it will be a	cceptea iro	m any indi	viduai /			.,	. 3	336,251*
											Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ingle unit?.	•••••			•••••		. 🛛	
com offe and/	er the information or ring. If a property or with a sociated pers	similar rer erson to be tate or state	nuneration e listed is an es, list the r	for solicitant associate name of the	ition of pur d person oi broker or	chasers in agent of a dealer. If r	connection broker or a nore than fi	with sales dealer regis ive (5) pers	of securities stered with sons to be l	the SEC isted are		
	me (Last n		f individua	l)								
	ngler, Dav				~ ~							
	ss or Resid 00 First Fe		-		•	ite, Zip Co	de)					
	of Associate		<del></del>	3(01, 141						<u> </u>		
	Global	od Broker (	or Deuter									
	n Which P											
(Check "All States" or check individual States)												ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	ıme (Last n											
	llmer, Ste			•	d James E	avenport						
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co				· <u>-</u>		
	of Associate			un Luke (	511, 01	77141						
	coln Finan											
	n Which Po eck "All St					icit Purcha	sers					li States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	_	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[DL] [MD]	[MA]	[MI]	[MN]	[HI] [MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]		[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	ss or Reside	ence Addre	ess (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)			<del></del> .		<del></del>
Name o	of Associate	ed Broker (	or Dealer	<del></del>	<del>.</del>							
	n Which Po							***********			🗆 A	II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	(WV)	rwn	[WY]	[PR]

<sup>\*</sup> A smaller amount may be accepted by the company, in its sole discretion.

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Aiready Type of Security Offering Price Sold -0-Debt ...... Equity -0-☐ Common ☐ Preferred \$ -0--0-Other (Specify Undivided fractional interests in real estate) \$\,\) 11,432,550 10,487,125 10,487,125 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount of Purchases Investors \$ 10,487,125 Accredited Investors -0-Non-accredited Investors \$ Total (for filings under Rule 504 only) ..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. **Dollar Amount** Type of Type of Offering Security Sold Rule 505 .....\_ Regulation A..... Rule 504 ..... \$ Total ..... 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs X \$ -0-\$ 45,000 Legal Fees. Accounting Fees $\boxtimes$ -0-Engineering Fees $\boxtimes$ Sales Commission (specify finders' fees separately)..... **⊠** \$ 689,400 **☒** \$ 114,900 Other Expenses (identify) Marketing. \$ 849,300 Total .....

	C. OFFERING PRI	CE, NUMBER OF INVESTORS, EXPENSES AND USE C	F PROCEEDS				
b.	Enter the difference between the aggregate offering price given in response to Part C – Question I and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."  Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.						
5.							
			Payments to Officers, Directors & Affiliates	Payments To Others			
	Salaries and fees		<u> </u>	<u> </u>			
	Purchase of real estate		] <u>s</u>	\$ 9,300,917			
	Purchase, rental or leasing and ins	tallation of machinery and equipment	<u> </u>	□ <u>s</u>			
	Construction or leasing of plant bu	nildings and facilities	] <u>\$</u>	<u>s</u>			
	offering that may be used in excha	icluding the value of securities involved in this inge for the assets or securities of another issuer	_ <u>\$</u>	<u> </u>			
	Repayment of indebtedness	[	□ <u>\$</u>	□ <u>\$</u>			
	Working capital		] \$	□ \$			
	Other (specify): Acquisition Fee,	O&O Expenses, Closing Costs	\$ 182,333	\$ 1,100,000			
	Column Totals		<b>S</b> 182,333	<b>⊠</b> \$10,400,917			
	Total Payments Listed (column to		\$ 10,583,250				
		D. FEDERAL SIGNATURE	<del></del>				
folle	owing signature constitutes an undertak	signed by the undersigned duly authorized person. If the ingree by the issuer to furnish to the U.S. Securities and End by the issuer to any non-accredited investor pursuant	change Commissi	on, upon written			
ssu	er (Print or Type)	Signature	Date				
Wai	ukesha 1031, L.L.C.	Patricia a. Colosso	1/25/4	8			
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)					
Patr	ricia A. DelRosso	President, Inland Real Estate Exchange Corporation 1031, L.L.C.	, the sole member	of Waukesha			

# -ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE							
• • •	presently subject to any of the disqualification provisions  Yes  No							
	See Appendix, Column 5, for state response.							
<ol><li>The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.</li></ol>								
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.								
The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.								
Issuer (Print or Type)	Signature Date							
Waukesha 1031, L.L.C.	Patricia a bellosso 1/25/08							
Name (Print or Type)	Title (Print or Type)							

L.L.C.

President, Inland Real Estate Exchange Corporation, the sole member of Waukesha 1031,

### Instruction:

Patricia A. DelRosso

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

### APPENDIX

1	Intend to non-a investor	to sell ccredited s in State -ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Number of	amount pur	investor and rchased in State C-Item 2)  Number of		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		⊠	Beneficial interests in statutory trust 11,432,550	l	\$ 215,000	-0-	-0-		Ø
AR									
CA		፟	Beneficial interests in statutory trust 11,432,550	7	\$ 2,143,251	-0-	-0-		⊠
со		×	Beneficial interests in statutory trust 11,432,550	l	\$ 360,000	-0-	-0-		⊠
СТ									
DE									
DC									
FL									
GA									
HI									
ID			<u> </u>						
IL		Ø	Beneficial interests in statutory trust 11,432,550	5	\$ 1,297,121.64	-0-	-0-	ū	⊠
lN									
IA									
KS									
KY									
LA		⊠	Beneficial interests in statutory trust 11,432,550	1	\$1,367,310	-0-	-0-		⊠
ME						·			
MD									
MA									
MI									
MN		⊠	Beneficial interests in statutory trust 11,432,550	l	\$ 500,000	-0-	-0-		Ø

### APPENDIX

1		2 I to sell	3 Type of security and aggregate			4		Disqual under Sta	5 lification ate ULOE , attach	
Intend to non-a investor (Part B	ccredited	offering price		Type of	f investor and			ation of		
	investors in State		offered in state		amount pu	irchased in State		waiver granted)		
	(Part B	-Item 1)	(Part C-Item 1)	Number of	(Part	C-Item 2) Number of		(Part E	-Item 1)	
	l	l		Accredited		Non-Accredited			l	
		No		Investors	Amount	Investors	Amount	Yes	No	
MS	<del></del>									
МО						-				
MT						-				
NE			Beneficial interests in statutory trust 11,432,550	1	\$290,000	-0-	-0-			
NV										
NH			<u>                                     </u>							
NJ										
NM										
NY		×	Beneficial interests in statutory trust 11,432,550	1	\$396,625	-0-	-0-		⊠	
NC										
ND										
ОН										
ОК										
OR							<del>-,</del>			
PA		⊠	Beneficial interests in statutory trust 11,432,550	1	\$410,217.91	-0-	-0-		⊠	
RI										
SC										
SD										
TN										
TX					-					
UT		Ø	Beneficial interests in statutory trust 11,432,550	4	\$3,067,775	-0-	-0-		<u> </u>	
VT					_					
VA										
WA		Ø	Beneficial interests in statutory trust 11,432,550	1	\$201,075	-0-	-0-		Ø	
wv										

					APPENDIX				
1	2 Intend to sell		3 Type of security and aggregate	4				5 Disqualification under State ULOE (if yes, attach	
	investor	ccredited s in State -Item 1)	offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WI		×	Beneficial interests in statutory trust 11,432,550	1	\$ 238,749.45	-0-	-0-		⊠
11/3/							_		

